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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER (I) ALLOWING PROOF OF CLAIM NUMBER 16427
AND (II) DISALLOWING AND EXPUNGING PROOF OF CLAIM NUMBER 8380
(DOSHI PRETTL INTERNATIONAL, LLC)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Doshi Prettl International, LLC ("Doshi Prettl") respectfully submit this Joint Stipulation And Agreed Order (I) Allowing Proof Of Claim Number 16427 (Doshi Prettl International, LLC) And (II) Disallowing And Expunging Proof Of Claim Number 8380, and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Doshi Prettl filed its proof of claim against Delphi Automotive Systems LLC ("DAS LLC") on June 22, 2006, which asserts an unsecured non-priority claim in the amount of \$573,199.69, designated on the Debtors' claim register as Claim 8380 ("Claim 8380") arising from goods sold from Doshi Prettl to DAS LLC prior to the Petition Date.

WHEREAS on September 26, 2006 DAS LLC took an offset against the unapplied balance from a pre-petition cash-in-advance payment in the amount of \$557,087.89, which sum was added back by DAS LLC to Doshi Prettl's pre-petition balance leaving a new pre-petition payable of \$1,130,675.71, designated on the Debtors' claim register as Claim 16427 ("Claim 16427").

WHEREAS in order to reflect such offset and adjustment to its pre-petition claim, Doshi Prettl filed an amended proof of claim against DAS LLC on November 22, 2006, amending Claim 8380, which asserts an amended unsecured non-priority claim in the amount of \$1,130,675.71, designated on the Debtors' claim register as Claim 16427 ("Claim 16427").

WHEREAS the Debtors objected to Claim 16427 pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007

To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Untimely Claims, And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on March 9, 2007, Doshi Prettl filed its Response of Doshi Prettl International, LLC to Debtor's Ninth Omnibus Claims Objection (Docket No. 7188) (the "Response").

WHEREAS on July 27, 2007, to resolve the Ninth Omnibus Claims Objection with respect to Claim 16427, DAS LLC and Doshi Prettl entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claim 16427 amends and supersedes Claim 8380, and that Claim 16427 shall be allowed against DAS LLC in the amount of \$1,130,675.71 as a general unsecured non-priority claim.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because Claim 16427 involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Doshi Prettl stipulate and agree as follows:

1. Claim 16427 shall be allowed in the amount of \$1,130,675.71 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Claim 8380 shall be disallowed and expunged in its entirety.

3. This Order resolves Doshi Prettl's Response, and Doshi Prettl shall withdraw its Response to the Ninth Omnibus Claims Objection.

So Ordered in New York, New York, this 4th day of August, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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